

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

**PURDUE PHARMA L.P., et al.,

Debtors.¹**

Chapter 11

Case No. 19-23649 (RDD)

(Jointly Administered)

**OMNIBUS ORDER GRANTING THIRD INTERIM FEE APPLICATIONS OF
PROFESSIONALS FOR ALLOWANCE AND PAYMENT OF COMPENSATION FOR
PROFESSIONAL SERVICES RENDERED AND FOR REIMBURSEMENT OF
ACTUAL AND NECESSARY EXPENSES**

Upon consideration of each of the applications (each, an “**Application**” and collectively, the “**Applications**”) filed by those professionals identified on Schedule A hereto (each, an “**Applicant**” and collectively, the “**Applicants**”), pursuant to sections 327, 328, 330 and 331 of title 11 of the United States Code (the “**Bankruptcy Code**”) and Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), seeking allowance of interim compensation for professional services rendered and reimbursement of actual and necessary expenses incurred from June 1, 2020 (or the effective date of retention) through and including September 30, 2020 (the “**Fee Period**”) in connection therewith; and an independent fee examiner (the “**Fee Examiner**”) having been appointed in these cases in accordance with the *Order Authorizing Appointment of Independent Fee Examiner Pursuant to 11 U.S.C. § 105(a) and Modifying*

¹ The Debtors in these cases, along with the last four digits of each Debtor’s registration number in the applicable jurisdiction, are as follows: Purdue Pharma L.P. (7484), Purdue Pharma Inc. (7486), Purdue Transdermal Technologies L.P. (1868), Purdue Pharma Manufacturing L.P. (3821), Purdue Pharmaceuticals L.P. (0034), Imbrium Therapeutics L.P. (8810), Adlon Therapeutics L.P. (6745), Greenfield BioVentures L.P. (6150), Seven Seas Hill Corp. (4591), Ophir Green Corp. (4594), Purdue Pharma of Puerto Rico (3925), Avrio Health L.P. (4140), Purdue Pharmaceutical Products L.P. (3902), Purdue Neuroscience Company (4712), Nayatt Cove Lifescience Inc. (7805), Button Land L.P. (7502), Rhodes Associates L.P. (N/A), Paul Land Inc. (7425), Quidnick Land L.P. (7584), Rhodes Pharmaceuticals L.P. (6166), Rhodes Technologies (7143), UDF L.P. (0495), SVC Pharma L.P. (5717) and SVC Pharma Inc. (4014). The Debtors’ corporate headquarters is located at One Stamford Forum, 201 Tresser Boulevard, Stamford, CT 06901.

Interim Compensation Procedures for Certain Professionals Employed Pursuant to 11 U.S.C. § 327 [ECF No. 1023] (the “**Fee Examiner Order**”); and the Fee Examiner having reviewed the Applications in accordance with the Fee Examiner Order; and the Fee Examiner and each Applicant having agreed to the recommended fee and expense reductions as set forth on **Schedule A** hereto; and the Fee Examiner having no objection to the interim allowance and payment of each Applicant’s fees and expenses in the amounts set forth on **Schedule A** hereto under the column headings “Fees Allowed for Third Interim Fee Application” and “Expenses Allowed for Third Interim Fee Application”; and the total amount of each Applicant’s fees and expenses sought in the Fee Period together with the amounts allowed pursuant to prior Fee Applications being set forth on **Schedule B** hereto; and due and proper notice having been provided pursuant to Bankruptcy Rules 2002(a)(6) and (c)(2) and the *Order Authorizing Procedures for Interim Compensation and Reimbursement of Expenses for Retained Professionals* [ECF No. 529], and it appearing that no other or further notice need be provided; and there being no objections to the relief granted herein; and a hearing having been held on December 15, 2020 to consider the Applications (the “**Hearing**”); and the Court having jurisdiction over this matter pursuant to 28 U.S.C. §§ 157(a)-(b) and 1334(b) and the Amended Standing Order of Reference M-431, dated January 31, 2012 (Preska, C.J.); and this matter being a core proceeding under 28 U.S.C. § 157(b); and venue being proper before the Court pursuant to 28 U.S.C. §§ 1408 and 1409; and upon the record of all of the proceedings had before the Court, including the Court’s instructions that the Fee Examiner consider and address the issues raised by the Court at the Hearing regarding the requested fees and expenses for the Fee Period when

reviewing the Applicants' requests for allowance of final compensation and reimbursement; and good and sufficient cause appearing for the relief granted hereby,

IT IS HEREBY ORDERED THAT:

1. The Applications are granted as set forth on **Schedule A** hereto.
2. The Applicants are awarded, on an interim basis, (a) compensation for professional services rendered during the Fee Period and (b) reimbursement for actual and necessary expenses incurred by the Applicants, in the amounts set forth under the column headings "Fees Allowed for Third Interim Fee Application" and "Expenses Allowed for Third Interim Fee Application" on **Schedule A** hereto.
3. The Debtors are authorized and directed to pay the Applicants promptly the amounts of fees and expenses approved by this Order and set forth under the column headings "Fees Allowed for Third Interim Fee Application" and "Expenses Allowed for Third Interim Fee Application" on **Schedule A** hereto, to the extent such amounts have not previously been paid.
4. This Order is a separate order for each Applicant and the appeal of any order with respect to any Applicant shall have no effect on the allowed fees and expenses of the other Applicants.
5. This Court shall retain jurisdiction to hear and determine all matters arising from or related to this Order.

Dated: December 16 , 2020
White Plains, New York

/s/Robert D. Drain

HONORABLE ROBERT D. DRAIN
UNITED STATES BANKRUPTCY JUDGE

Schedule A

Interim Fee Applications: June 1, 2020 through September 30, 2020

Case No: 19-23649 (RDD)

Case Name: In re Purdue Pharma L.P., *et al.*

Applicant	Date and Docket Number of Application	Fees Requested on Third Interim Fee Application	Expenses Requested on Third Interim Fee Application	Agreed Recommended Reduction of Fees ²	Agreed Recommended Reduction of Expenses ²	Fees Allowed for Third Interim Fee Application	Expenses Allowed for Third Interim Fee Application
<u>Debtors' Professionals</u>							
PJT Partners LP	Nov. 16, 2020 ECF No. 1971	\$900,000.00	\$2,015.31	\$0.00	\$0.00	\$900,000.00	\$2,015.31
Cornerstone Research	Nov. 16, 2020 ECF No. 1986	\$1,474,818.00	\$591.47	\$21,916.35	\$0.00	\$1,452,901.65	\$591.47
Davis Polk & Wardwell LLP	Nov. 16, 2020 ECF No. 1994	\$30,809,735.00	\$153,971.26	\$98,729.50	\$368.70	\$30,711,005.50	\$153,602.56
AlixPartners, LLP	Nov. 16, 2020 ECF No. 1977	\$3,969,661.00	\$659.36	\$53,720.03	\$115.35	\$3,915,940.97	\$544.01
Arnold & Porter Kaye Scholer LLP	Nov. 13, 2020 ECF No. 1941	\$456,899.19	\$275.00	\$0.00	\$0.00	\$456,899.19	\$275.00
King & Spalding LLP	Nov. 16, 2020 ECF No. 1965	\$6,959,667.27	\$133.10	\$17,009.33	\$0.00	\$6,942,657.94	\$133.10
KPMG LLP ³	Nov. 11, 2020	\$650,638.50	\$0.00	\$8,500.00	\$0.00	\$642,138.50	\$0.00

² This represents the recommendation of the Fee Examiner and the applicable professional after submission of the Fee Examiners Report mutual consideration of the Fee Examiner's concerns.

³ KPMG LLP has been jointly retained by the Debtors and the Official Committee of Unsecured Creditors.

Applicant	Date and Docket Number of Application	Fees Requested on Third Interim Fee Application	Expenses Requested on Third Interim Fee Application	Agreed Recommended Reduction of Fees ²	Agreed Recommended Reduction of Expenses ²	Fees Allowed for Third Interim Fee Application	Expenses Allowed for Third Interim Fee Application
	ECF No. 1921						
Jones Day	Nov. 16, 2020 ECF No. 1968	\$640,809.81	\$10,725.56	\$20,000.00	\$0.00	\$620,809.81	\$10,725.56
Skadden, Arps, Slate, Meagher & Flom LLP	Nov. 13, 2020 ECF No. 1945	\$7,384,885.33	\$2,974.45	\$76,506.95	\$0.00	\$7,308,378.38	\$2,974.45
Dechert LLP	Nov. 16, 2020 ECF No. 1959	\$3,706,616.10	\$612,547.92	\$39,765.75	\$0.00	\$3,666,850.35	\$612,547.92
Wilmer Cutler Pickering Hale and Dorr LLP	Nov. 16, 2020 ECF Nos. 1969 and 2051	\$50,256.67 ⁴	\$244.56	\$14,614.47	\$0.00	\$35,642.20	\$244.56
Ernst & Young LLP	Nov. 16, 2020 ECF No. 1980	\$93,500.00	\$600.00	\$0.00	\$0.00	\$93,500.00	\$600.00
<u>Official Committee of Unsecured Creditors' Professionals</u>							
Akin Gump Strauss Hauer & Feld LLP	Nov. 16, 2020 ECF No. 1983	\$22,112,857.50	\$1,358,212.79	\$104,373.25	\$12,528.06	\$22,008,484.25	\$1,345,684.73
Bedell Cristin Jersey Partnership	Nov. 16, 2020 ECF No. 1976	\$187,054.04	\$1,340.70	\$12,720.00	\$0.00	\$174,334.04	\$1,340.70

⁴ Reflects the amount sought in the original Application at ECF No. 1969.

Applicant	Date and Docket Number of Application	Fees Requested on Third Interim Fee Application	Expenses Requested on Third Interim Fee Application	Agreed Recommended Reduction of Fees²	Agreed Recommended Reduction of Expenses²	Fees Allowed for Third Interim Fee Application	Expenses Allowed for Third Interim Fee Application
Cole Schotz P.C.	Nov. 16, 2020 ECF No. 1978	\$7,763,784.50	\$292.14	\$37,092.53	\$0.00	\$7,726,691.97	\$292.14
Jefferies LLC	Nov. 16, 2020 ECF No. 1979	\$900,000.00	\$34,850.00	\$0.00	\$0.00	\$900,000.00	\$34,850.00
Kurtzman Carson Consultants LLC	Nov. 16, 2020 ECF No. 1981	\$245,204.44	\$23,802.61 ⁵	\$0.00	\$0.00	\$245,204.44	\$23,802.61
Province, Inc.	Nov. 16, 2020 ECF No. 1982	\$5,797,712.00	\$7,328.61	\$8,156.70	\$0.00	\$5,789,555.30	\$7,328.61
Bayard, P.A. ⁶	Nov. 16, 2020 ECF No. 1984	\$1,182,574.50	\$8,304.38	\$19,752.88	\$471.01	\$1,162,821.62	\$7,833.37
<u>Ad Hoc Committee of Governmental and Other Contingent Litigation Claimants' Professionals</u>							
Brown Rudnick LLP	Nov. 16, 2020 ECF No. 1973	\$568,187.50	\$19,156.20	\$2,937.90	\$0.00	\$565,249.60	\$19,156.20
Otterbourg, P.C.	Nov. 16, 2020 ECF No. 1990	\$682,293.50	\$2,091.13	\$13,162.65	\$0.00	\$669,130.85	\$2,091.13
FTI Consulting	Nov. 16, 2020 ECF No. 1988	\$1,440,367.00	\$205.15	\$10,000.00	\$0.00	\$1,430,367.00	\$205.15
Gilbert LLP	Nov. 16, 2020 ECF No. 1989	\$1,062,892.00	\$9,305.17	\$30,962.30	\$0.00	\$1,031,929.70	\$9,305.17

⁵ This amount includes \$647.56 in sales tax.

⁶ The fee application filed by Bayard, P.A. was a final application covering fees and expenses for the period of September 29, 2019 through July 15, 2020. The fees and expenses included herein for Bayard, P.A. are approved on an interim basis, subject to final approval.

Applicant	Date and Docket Number of Application	Fees Requested on Third Interim Fee Application	Expenses Requested on Third Interim Fee Application	Agreed Recommended Reduction of Fees²	Agreed Recommended Reduction of Expenses²	Fees Allowed for Third Interim Fee Application	Expenses Allowed for Third Interim Fee Application
Kramer Levin Naftalis & Frankel LLP	Nov. 17, 2020 ECF No. 1996	\$1,698,836.50	\$69,971.34	\$30,000.00	\$0.00	\$1,668,836.50	\$69,971.34
Houlihan Lokey Capital, Inc.	Oct. 6, 2020 ECF No. 1778; Nov. 16, 2020 ECF No. 1991	\$1,800,000.00	\$29,494.41	\$0.00	\$1,739.08	\$1,800,000.00	\$27,755.33
<u>Fee Examiner</u>							
Bielli & Klauder, LLC	Nov. 16, 2020 ECF No. 1964	\$220,000.00	\$0.00	\$0.00	\$0.00	\$220,000.00	\$0.00

Date Order Signed: 12/16/2020

Initials: RDD USBJ

Schedule B

Interim Fee Applications: Petition Date through September 30, 2020

Case No: 19-23649 (RDD)

Case Name: In re Purdue Pharma L.P., *et al.*

Applicant	Total Fees Requested	Total Fees Paid ⁷	Total Expenses Requested	Total Expenses Paid ⁷
<u>Debtors' Professionals</u>				
PJT Partners LP	\$2,820,000.00	\$2,820,000.00	\$103,035.25	\$101,954.98
Cornerstone Research	\$1,958,372.00	\$1,936,455.65	\$591.47	\$591.47
Davis Polk & Wardwell LLP	\$74,301,636.05	\$74,046,879.35	\$541,333.42	\$540,737.71
AlixPartners, LLP	\$17,286,114.50	\$17,201,613.37	\$438,636.57	\$402,821.89
Arnold & Porter Kaye Scholer LLP	\$1,671,565.03	\$1,639,665.50	\$649.25	\$649.25
King & Spalding LLP	\$17,004,713.67	\$16,966,696.23	\$4,013.75	\$3,925.03
Wilmer Cutler Pickering Hale and Dorr LLP	\$793,766.48	756,604.71	\$6,190.74	\$6,190.74
KPMG LLP ⁸	\$3,231,815.55	\$3,178,315.55	\$1,207.15	\$1,207.15

⁷ Includes amounts to be paid pursuant to this Order.

⁸ KPMG LLP has been jointly retained by the Debtors and the Official Committee of Unsecured Creditors.

Applicant	Total Fees Requested	Total Fees Paid⁷	Total Expenses Requested	Total Expenses Paid⁷
Jones Day	\$2,443,324.81	\$2,392,758.56	\$62,970.47	\$62,970.47
Skadden, Arps, Slate, Meagher & Flom LLP	\$16,330,201.91	\$16,117,468.37	\$48,415.06	\$48,270.60
Dechert LLP	\$12,393,918.96	\$12,337,180.56	\$1,836,819.03	\$1,835,251.44
Ernst & Young	\$888,500.00	\$888,500.00	\$33,134.18	\$33,134.18
<u>Official Committee of Unsecured Creditors' Professionals</u>				
Akin Gump Strauss Hauer & Feld LLP	\$49,514,581.50	\$49,131,534.82	\$1,759,991.82	\$1,745,446.44
Bedell Cristin Jersey Partnership	\$217,342.04	\$201,338.74	\$1,340.70	\$1,340.70
Cole Schotz P.C.	\$10,299,035.00	\$10,258,722.97	\$602.64	\$602.64
Jefferies LLC	\$2,700,000.00	\$2,700,000.00	\$146,018.43	\$144,820.10
Kurtzman Carson Consultants LLC	\$478,148.72	\$477,451.89	\$54,423.50	\$46,661.36
Province, Inc.	\$15,200,146.00	\$15,149,182.55	\$46,711.44	\$41,731.26
Bayard, P.A.	\$2,133,135.50	\$2,113,382.62	\$16,019.72	\$15,548.71

Applicant	Total Fees Requested	Total Fees Paid ⁷	Total Expenses Requested	Total Expenses Paid ⁷
<u>Ad Hoc Committee of Governmental and Other Contingent Litigation Claimants' Professionals</u>				
Brown Rudnick LLP	\$2,477,764.50	\$2,436,365.65	\$37,390.09	\$37,390.09
Otterbourg, P.C.	\$2,707,898.25	\$2,672,080.85	\$47,500.87	\$45,742.10
FTI Consulting	\$6,532,054.50	\$6,474,554.50	\$27,866.04	\$27,866.04
Gilbert LLP	\$3,088,496.75	\$3,034,879.70	\$54,714.91	\$52,956.14
Kramer Levin Naftalis & Frankel LLP	\$5,902,843.25	\$5,843,203.00	\$210,138.27	\$209,350.81
Houlihan Lokey Capital, Inc.	\$1,800,000.00	\$1,800,000.00	\$29,494.41	\$27,755.33
<u>Fee Examiner</u>				
Bielli & Klauder, LLC	\$303,375.00	\$303,375.00	\$0.00	\$0.00

Date Order Signed: 12/16/2020

Initials: RDD USBJ